

United States Bankruptcy Court  
Western District of Texas  
Waco Division

In re:

Thomas James Till  
*dba* Till Premium Alfalfa

Debtor.

Kapitus Servicing, Inc. as  
Servicing Agent for Kapitus LLC,  
Plaintiff,

vs.

Thomas James Till, individually, and  
AlfaMax Animal Nutrition LLC,  
Defendants.

Bankr. Case No. 23-60146-mmp

Chapter 7

Adversary No. 23-06007-mmp

**DEFENDANTS' ORIGINAL ANSWER**

Defendants Thomas James Till and AlfaMax Animal Nutrition LLC file their answer to the *Complaint To Determine Non-Dischargeability of Debt and For Denial of Discharge of Debt Owed to Kapitus Servicing, Inc., for Successor Liability, Conversion, Unjust Enrichment, and Other Relief* [Adv. Dkt. No. 1] (“Complaint”) filed by plaintiff Kapitus Servicing, Inc., as Servicing Agent for Kapitus LLC. In support of their answer, Defendants respond to the Complaint as follows:

**Admissions & Denials**

1. Paragraph 1 of the complaint does not contain factual allegations and therefore no admission or denial is necessary.
2. Paragraph 2 of the complaint does not contain factual allegations and therefore no admission or denial is necessary.

3. Paragraph 3 of the complaint does not contain factual allegations and therefore no admission or denial is necessary.
4. Paragraph 4 of the complaint does not contain factual allegations and therefore no admission or denial is necessary.
5. Defendants admit the allegations in paragraph 5.
6. The Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 6 and therefore such allegations are denied.
7. Defendants admit the allegations in paragraph 7.
8. Defendants admit the allegations in paragraph 8.
9. Defendants admit the allegations in paragraph 9.
10. The Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 10 and therefore such allegations are denied.
11. Defendants admit the allegations in paragraph 11.
12. Defendants admit the allegations in paragraph 12.
13. Defendants admit the allegations in paragraph 13.
14. Defendants admit the allegations in paragraph 14.
15. Defendants admit the allegations in paragraph 15.
16. Defendants admit the allegations in paragraph 16.
17. Defendants admit the allegations in paragraph 17.
18. Defendants admit the allegations in paragraph 18.
19. Defendants admit the allegations in paragraph 19.
20. Defendants admit the allegations in paragraph 20.
21. Defendants admit the allegations in paragraph 21.

22. The Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 22 and therefore such allegations are denied.
23. Defendants admit the allegations in paragraph 23.
24. Defendants admit the allegations in paragraph 24.
25. Defendants admit the allegations in paragraph 25.
26. Defendants admit the allegations in paragraph 26.
27. Defendants admit the allegations in paragraph 27.
28. Defendants admit the allegations in paragraph 28.
29. Defendants admit the allegations in paragraph 29.
30. The Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 30 and therefore such allegations are denied.
31. The Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in Paragraph 31 and therefore such allegations are denied.
32. Defendants admit the allegations in paragraph 32.
33. Defendants admit the allegations in paragraph 33.
34. Defendants admit that Merchant had been in a precarious financial position, otherwise it would have sought financing from a company in the “alternative financing industry,” but denies all other allegations contained in paragraph 34.
35. Defendants deny the allegations in paragraph 35.
36. Defendants deny the allegations in paragraph 36.
37. Defendants deny the allegations in paragraph 37.
38. Defendants deny the allegations in paragraph 38.
39. Defendants deny the allegations in paragraph 39.

40. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 40, and therefore Defendants deny the allegations.
41. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 41, and therefore Defendants deny the allegations.
42. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 42, and therefore Defendants deny the allegations.
43. Defendants admit the allegations in paragraph 43.
44. Defendants admit the allegations in paragraph 44.
45. Defendants admit the allegations in paragraph 45.
46. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 46, and therefore Defendants deny the allegations.
47. Defendants admit the allegations in paragraph 47.
48. Defendants admit that Debtor/Defendant and Merchant acknowledged the statement quoted from the Forward Purchase Agreement, but they specifically deny that they represented or warranted such statement and deny all other allegations contained in paragraph 48.
49. Defendants deny the allegations in paragraph 49.
50. Defendants admit the allegations in paragraph 50.
51. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 51, and therefore Defendants deny the allegations.
52. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 52, and therefore Defendants deny the allegations.
53. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 53, and therefore Defendants deny the allegations.

54. Defendants deny the allegations in paragraph 54.
55. Defendants deny the allegations in paragraph 55.
56. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 56, and therefore Defendants deny the allegations.
57. Defendants admit the allegations in paragraph 57.
58. Defendants admit the allegations in paragraph 58.
59. Defendants admit the allegations in paragraph 59.
60. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 60, and therefore Defendants deny the allegations.
61. Defendants admit the allegations in paragraph 61.
62. Defendants admit the allegations in paragraph 62.
63. Defendants admit the allegations in paragraph 63.
64. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 64, and therefore Defendants deny the allegations.
65. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 65, and therefore Defendants deny the allegations.
66. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 66, and therefore Defendants deny the allegations.
67. Defendants deny the allegations in paragraph 67.
68. Defendants deny the allegations in paragraph 68.
69. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 69, and therefore Defendants deny the allegations.

70. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 70, and therefore Defendants deny the allegations.
71. Defendants deny the allegations in paragraph 71.
72. Defendants admit the allegations in paragraph 72.
73. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 73, and therefore Defendants deny the allegations.
74. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 74, and therefore Defendants deny the allegations.
75. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 75, and therefore Defendants deny the allegations.
76. Defendants admit that, to the extent that the Debtor/Defendant's initial schedules showed, a debt was owed to the IRS in the amount of \$12,000 for taxes incurred in 2018, but denies all other allegations in paragraph 76.
77. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 77, and therefore Defendants deny the allegations.
78. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 78, and therefore Defendants deny the allegations.
79. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 79, and therefore Defendants deny the allegations.
80. Defendants admit the allegations in paragraph 80.
81. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 81, and therefore Defendants deny the allegations.

82. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 82, and therefore Defendants deny the allegations.
83. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 83, and therefore Defendants deny the allegations.
84. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 84, and therefore Defendants deny the allegations.
85. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 85, and therefore Defendants deny the allegations.
86. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 86, and therefore Defendants deny the allegations.
87. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 87, and therefore Defendants deny the allegations.
88. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 88, and therefore Defendants deny the allegations.
89. Defendants admit the allegations in paragraph 89.
90. Defendants admit the allegations in paragraph 90.
91. Defendants admit the allegations in paragraph 91.
92. Defendants admit the allegations in paragraph 92.
93. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 93, and therefore Defendants deny the allegations.
94. Defendants admit the allegations in paragraph 94.
95. Defendants admit the allegations in paragraph 95.
96. Defendants admit the allegations in paragraph 96.

97. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 97, and therefore Defendants deny the allegations.
98. Defendants admit the allegations in paragraph 98.
99. Defendants deny the allegations in paragraph 99.
100. Defendants admit the allegations in paragraph 100.
101. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 101, and therefore Defendants deny the allegations.
102. Defendants admit the allegations in paragraph 102.
103. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 103, and therefore Defendants deny the allegations.
104. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 104, and therefore Defendants deny the allegations.
105. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 105, and therefore Defendants deny the allegations.
106. Defendants deny the allegations in paragraph 106.
107. Defendants deny the allegations in paragraph 107.
108. Defendants admit the allegations in paragraph 108.
109. Defendants admit the allegations in paragraph 109.
110. Defendants admit the allegations in paragraph 110.
111. Defendants admit the allegations in paragraph 111.
112. Defendants deny the allegations in paragraph 112. Admits that the address in the SOFA was used as AlfaMax's mail address.
113. Defendants admit the allegations in paragraph 113.



114. Defendants admit the allegations in paragraph 114.
115. Defendants admit the allegations in paragraph 115.
116. Defendants admit the allegations in paragraph 116.
117. Defendants deny the allegations in paragraph 117.
118. Defendants deny the allegations in paragraph 118.
119. Defendants deny the allegations in paragraph 119.
120. Defendants deny the allegations in paragraph 120.
121. Defendants deny the allegations in paragraph 121.
122. Defendants deny the allegations in paragraph 122.
123. Defendants incorporated their responses in paragraphs 1 through 122 as though set forth herein.
124. Defendants deny the allegations in paragraph 124.
125. Defendants deny the allegations in paragraph 125.
126. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 126, and therefore Defendants deny the allegations.
127. Defendants deny the allegations in paragraph 127.
128. Defendants deny the allegations in paragraph 128.
129. Defendants deny the allegations in paragraph 129.
130. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 130, and therefore Defendants deny the allegations.
131. Defendants deny the allegation that Merchant and Guarantor induced Kapitus into the Agreement, but admit the following in subparagraphs of 131:
- 131a. Defendants admit the allegations in paragraph 131a.

- 131b. Defendants deny the allegations in paragraph 131b.
- 131c. Defendants deny the allegations in paragraph 131c.
- 131d. Defendants deny the allegations in paragraph 131d.
- 131e. Defendants deny the allegations in paragraph 131e.
132. Defendants deny the allegations in paragraph 132.
133. Defendants deny the allegations in paragraph 133.
134. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 134, and therefore Defendants deny the allegations.
135. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 135, and therefore Defendants deny the allegations.
136. Defendants deny the allegations in paragraph 136.
137. Defendants deny the allegations in paragraph 137.
138. Defendants deny the allegations in paragraph 138.
139. Defendants incorporated their responses in paragraphs 1 through 122 as though set forth herein.
140. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 140, and therefore Defendants deny the allegations.
141. Defendants deny the allegations contained in paragraph 141.
142. Defendants admit the allegation in paragraph 142.
143. Defendants deny the allegations in paragraph 143.
144. Defendants deny the allegations in paragraph 144.
145. Defendants deny the allegations in paragraph 145.
146. Defendants deny the allegations in paragraph 146.

147. Defendants deny the allegations in paragraph 147.
148. Defendants deny the allegations in paragraph 148.
149. Defendants deny the allegations in paragraph 149.
150. Defendants deny the allegations in paragraph 150.
151. Defendants deny the allegations in paragraph 151.
152. Defendants deny the allegations in paragraph 152.
153. Defendants incorporated their responses in paragraphs 1 through 122 as though set forth herein.
154. Defendants deny the allegations in paragraph 154.
155. Defendants deny the allegations in paragraph 155.
156. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 156, and therefore Defendants deny the allegations.
157. Defendants deny the allegations in paragraph 157.
158. Defendants deny the allegations in paragraph 158.
159. Defendants deny the allegations in paragraph 159.
160. Defendants deny the allegations in paragraph 160.
161. Defendants deny the allegations in paragraph 161.
162. Defendants deny the allegations in paragraph 162.
163. Defendants deny the allegations in paragraph 163.
164. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 164, and therefore Defendants deny the allegations.
165. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 165, and therefore Defendants deny the allegations.

166. Defendants admit the allegations in paragraph 166.

167. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 167, and therefore Defendants deny the allegations.

168. Defendants deny the allegations in paragraph 168.

169. Defendants deny the allegations in paragraph 169.

170. Defendants deny the allegations in paragraph 170.

171. Defendants deny the allegations in paragraph 171.

172. Defendants deny the allegations in paragraph 172.

173. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 173, and therefore Defendants deny the allegations.

174. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 174, and therefore Defendants deny the allegations.

175. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 175, and therefore Defendants deny the allegations.

176. Defendants deny the allegations in paragraph 176.

177. Defendants deny the allegations in paragraph 177.

178. Defendants deny the allegations in paragraph 178.

179. Defendants deny the allegations in paragraph 179.

180. Defendants deny the allegations in paragraph 180.

181. Defendants deny the allegations in paragraph 181.

182. Defendants deny the allegations in paragraph 182.

183. Defendants incorporated their responses in paragraphs 1 through 122 as though set forth herein.

184. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 184, and therefore Defendants deny the allegations.

185. Defendants deny the allegations in paragraph 185.

186. Defendants deny the allegations in paragraph 186.

187. Defendants deny the allegations in paragraph 187.

188. Defendants deny the allegations in paragraph 188.

189. Defendants deny the allegations in paragraph 189.

190. Defendants deny the allegations in paragraph 190.

191. Defendants deny the allegations in paragraph 191.

192. Defendants deny the allegations in paragraph 192.

193. Defendants incorporated their responses in paragraphs 1 through 122 as though set forth herein.

194. Defendants deny the allegations in paragraph 194.

195. Defendants deny the allegations in paragraph 195.

196. Defendants deny the allegations in paragraph 196.

197. Defendants deny the allegations in paragraph 197.

198. Defendants deny the allegations in paragraph 198.

199. Defendants deny the allegations in paragraph 199.

200. Defendants deny the allegations in paragraph 200.

201. Defendants deny the allegations in paragraph 201.

202. Defendants deny the allegations in paragraph 202.

203. Defendants deny the allegations in paragraph 203.

204. Defendants deny the allegations in paragraph 204.

205. Defendants deny the allegations in paragraph 205.
206. Defendants deny the allegations in paragraph 206.
207. Defendants deny the allegations in paragraph 207.
208. Defendants deny the allegations in paragraph 208.
209. Defendants deny the allegations in paragraph 209.
210. Defendants deny the allegations in paragraph 210.
211. Defendants incorporated their responses in paragraphs 1 through 122 as though set forth herein.
212. Defendants admit the allegations in paragraph 212.
213. Defendants admit the allegations in paragraph 213, but deny that Till Premium Alfalfa LLC is still operating.
214. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 214, and therefore Defendants deny the allegations.
215. Defendants admit the allegations in paragraph 215.
216. Defendants admit the allegations in paragraph 216.
217. Defendants admit the allegations in paragraph 217.
218. Defendants deny the allegations in paragraph 218. The address in paragraph 218 is only a mailing address for AlfaMax.
219. Defendants admit the allegations in paragraph 219.
220. Defendants admit the allegations in paragraph 220.
221. Defendants admit the allegations in paragraph 221.
222. Defendants admit the allegations in paragraph 222.
223. Defendants deny the allegations in paragraph 223.

224. Defendants deny the allegations in paragraph 224.
225. Defendants deny the allegations in paragraph 225.
226. Defendants deny the allegations in paragraph 226.
227. Defendants incorporated their responses in paragraphs 1 through 122 as though set forth herein.
228. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 228, and therefore Defendants deny the allegations.
229. Defendants deny the allegations in paragraph 229.
230. Defendants deny the allegations in paragraph 230.
231. Defendants deny the allegations in paragraph 231.
232. Defendants deny the allegations in paragraph 232.
233. Defendants deny the allegations in paragraph 233.
234. Defendants incorporated their responses in paragraphs 1 through 122 as though set forth herein.
235. Defendants deny the allegations in paragraph 235.
236. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 236, and therefore Defendants deny the allegations.
237. Defendants deny the allegations in paragraph 237.
238. Defendants deny the allegations in paragraph 238.
239. Defendants deny the allegations in paragraph 239.
240. Defendants deny the allegations in paragraph 240.
241. Defendants deny the allegations in paragraph 241.
242. Defendants deny the allegations in paragraph 242.

243. Defendants deny the allegations in paragraph 243.
244. Defendants deny the allegations in paragraph 244.
245. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 245, and therefore Defendants deny the allegations.
246. Defendants incorporated their responses in paragraphs 1 through 122 as though set forth herein.
247. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 247, and therefore Defendants deny the allegations.
248. Defendants admit the allegations in paragraph 248, except that they deny that Kapitus has been damaged.
249. Defendants deny the allegations in paragraph 249.
250. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 250, and therefore Defendants deny the allegations.
251. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 251, and therefore Defendants deny the allegations.
252. Defendants lack knowledge or information sufficient to form a belief about the truth of the allegations in paragraph 252, and therefore Defendants deny the allegations.
253. Defendants deny the allegations in paragraph 253.
254. Defendants deny the allegations in paragraph 254.
255. Defendants incorporated their responses in paragraphs 1 through 122 as though set forth herein.
256. Defendants deny the allegations in paragraph 256.
257. Defendants deny the allegations in paragraph 257.



258. Defendants deny the allegations in paragraph 258.
259. Defendants deny the allegations in paragraph 259.
260. Defendants deny the allegations in paragraph 260.
261. Defendants deny the allegations in paragraph 261.
262. Defendants deny the allegations in paragraph 262.

**Defendants' Additional Responses**

263. The contract sought to be enforced against Defendants is illegal and violates state usury laws. The alternative financing arrangement provided by Plaintiff resulted in a loan to the Merchant a containing interest rate that exceeded the statutory maximum allowed under applicable law.

264. Plaintiff failed to adequately disclose the credit terms offered to Merchant as required under applicable state and federal law.

**FOR THESE REASONS** the Court should enter a judgment that Plaintiff takes nothing, dismiss the suit with prejudice, and award the defendant all other relief the Court deems appropriate.

Respectfully submitted:

By:   /s/ Clayton L. Everett    
Clayton L. Everett  
State Bar No. 24065212  
[clayton@norredlaw.com](mailto:clayton@norredlaw.com)  
NORRED LAW, PLLC  
515 E. Border St.  
Arlington, Texas 76010  
Telephone: (817) 704-3984  
Counsel for Defendants

**CERTIFICATE OF SERVICE**

I certify that I have this December 5, 2023, served a true and correct copy of the above notice via ECF upon all parties receiving notice through the ECF system.

/s/ Clayton L. Everett